**S99: Annual General Mandate**

On April 29, 2024, SCI Joint Stock Company announced General Mandate No. 01/2024/NQ-SCI-DHDCD as follows:

Article 1: Approve the list of Presidium, the Vote Counting Committee, the Meeting agenda, Working Regulations of the Meeting.

Article 2: Approve the Report of the General Manager on production and business results in 2023 and the production and business plan 2024 according to the content of Proposal No. 01/2024/TTr-SCI-HDQT.

Production and business results in 2023

1. Consolidated results of SCI.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Target | Unit | Plan 2023 | Results in 2023 | Completion rate (%) |
| 1 | Total production and business value | Million VND | 2,459,601 | 1,818,100 | 73.92 |
| 2 | Total investment value | Million VND | 488,052 | 276,090 | 56.57 |
| 3 | Consolidated revenue | Million VND | 2,389,804 | 1,721,200 | 72.02 |
| 4 | Consolidated profit before tax | Million VND | 89,915 | 123,601 | 137.46 |

1. Separate results of the Holding Company.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Target | Unit | Plan 2023 | Results in 2023 | Completion rate (%) |
| 1 | Total production and business value | Million VND | 1,275,967 | 1,232,000 | 96.55 |
| 2 | Total investment value | Million VND | 150,000 |  | - |
| 3 | Total revenue | Million VND | 1,288,322 | 1,422,000 | 110.38 |
| 4 | Profit before tax | Million VND | 49,506 | 145,839 | 294.59 |
| 5 | Dividend payment | % | 10 | 5.0 |  |

Production and business plan 2024

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Content | Unit | Plan 2024 | |
| Total | Holding Company |
| 1 | Total production and business value | Million VND | 2,333,900 | 1,131,000 |
| 2 | Total investment value | Million VND | 1,551,824 | 615,724 |
| 3 | Revenue | Million VND | 2,264,000 | 1,314,000 |
| 4 | Profit before tax | Million VND | 137,129 | 70,268 |
| 5 | Dividend payment | % |  | 8.0 |

Article 3: Approve the Report of the Board of Directors on activities in 2023 and plan 2024

Article 4: Approve the Report of the Audit Committee on activities in 2023 and plan 2024

Article 5: Approve the Audited Separate and Consolidated Financial Statements 2023

Article 6: Approve the profit distribution plan 2023

The Board of Directors of SCI Joint Stock Company submits the Annual General Meeting of Shareholders 2024 the profit distribution plan as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Rate | Value (VND) |
| 1 | Profit before tax |  | 145,838,702,099 |
| 2 | Corporate income tax payable |  | 20,702,144,687 |
| 3 | Profit after tax (3)=(1)-(2) |  | 125,136,557,412 |
| 4 | Deductions in profit after tax |  | 0 |
| 5 | Profit distribution (5)=(3)-(4) |  | 125,136,557,412 |
| 6 | Appropriation for funds of the enterprise |  | 0 |
| - | Investment and development fund | 0% |  |
| - | Welfare Fund | 0% |  |
| - | Bonus fund | 0% |  |
| 7 | Remaining profit in 2023 after appropriation for funds |  | 125,136,551,412 |
| 8 | Undistributed remaining profit from the previous year |  | 100,318,569,816 |
| 9 | Total remaining profit (9)=(7)+(8) |  | 225,455,127,228 |
| 10 | Dividend payment in 2023 by shares  (Details according to Proposal No. 06/2024/TTr-SCJ-HDQT dated April 29, 2024 on approving the plan to issue shares to pay dividends in 2023) | 5%  Charter capital | 46,998,680,000 |
| 11 | Remaining profit transferred to 2024: (11)=(9)-(10) (\*) |  | 178,456,447,228 |

(\*) The remaining profit source is to ensure capital for the Company's production, business and investment activities.

Article 7: Approve the plan to issue shares to pay dividends in 2023

1. Plan to issue shares to pay dividends

|  |  |  |
| --- | --- | --- |
| Name of share to be issued | : | Shares of SCI Joint Stock Company |
| Share type | : | Common share, freely transferable |
| Share code | : | S99 |
| Share par value | : | VND 10,000/share |
| Number of issued shares | : | 93,997,369 shares |
| Number of treasury shares | : | 0 shares |
| Number of outstanding shares | : | 93,997,369 shares |
| Expected number of shares to be issued | : | 4,699,868 shares |
| Total value of shares expected to be issued at par value | : | VND 46,998,680,000  Hanoi Securities (HNX) in accordance with the provisions of law |

Article 8: Approve the issue plan for employees under ESOP

1 Share issue plan under ESOP

|  |  |  |
| --- | --- | --- |
| Name of share to be issued | : | Shares of SCI Joint Stock Company |
| Share type | : | Common share, freely transferable |
| Share code | : | S99 |
| Share par value | : | VND 10,000/share |
| Number of issued shares | : | 93,997,369 shares |
| Number of treasury shares | : | 0 shares |
| Number of outstanding shares | : | 93,997,369 shares |
| Expected number of shares to be issued | : | 2,819,921 shares |
| Total value of shares expected to be issued at par value | : | VND 28,199,210,000 |
| Issue rate (expected number of shares to be issued/number of outstanding shares) | : | 3% |
| Issue form | : | Share issuance under ESOP |
| Subject of the issuance | : | Members of the Board of Directors, members of the Board of Management and managers of the Company. The General Meeting of Shareholders authorizes the Board of Directors to approve the standards and list of employees participating in the program and principles for determining the number of shares distributed to each subject. |
| Offering price | : | VND 10,000/share |
| Expected issue time | : | In 2024; the Board of Directors decides on a specific time after receiving written approval from the State Securities Commission. |
| Capital use plan | : | Total expected proceeds from the issuance: VND 28,199,210,000. This entire proceeds will be used to supplement working capital for the Company's production and business activities. |
| Transfer of purchase rights | : | Employees participating in ESOP are not allowed to transfer share purchase rights to others. |
| Handling of shares that the employee does not exercise the purchase rights | : | The Board of Directors continues to sell to employees who qualify to participate in ESOP (including employees who have purchased shares under ESOP and wish to increase their share ownership) with the selling price and transfer restriction period remaining unchanged. |
| Transfer restriction | : | Shares offered to employees under ESOP will be restricted from transfer for 1 year from the date of ending the offering. |
| Regulations of share offering under ESOP | : | The General Meeting of Shareholders approves and authorizes the Board of Directors to establish the ESOP Executive Board, develop regulations of share offering under ESOP and specific offering plan, clearly stipulate the standards and list of employees eligible to participate in ESOP, rights and obligations related (if any) to shares offered under ESOP, decide who can participate in the program, decide and handle issues related to ESOP, and adjust program changes (if any) in accordance with the provisions of law. |
| Plan to ensure the share issuance meets regulations on maximum foreign ownership rate at the Company | : | The General Meeting of Shareholders authorizes the Board of Directors to develop and approve the plan to ensure the share issuance meets regulations on maximum foreign ownership rate at the Company. |

Article 9: Approve the plan to offer additional shares to the public to existing shareholders

1. Plan to offer shares to increase charter capital

|  |  |
| --- | --- |
| Share name: | Shares of SCI Joint Stock Company |
| Securities code: | S99 |
| Share type: | Common share |
| Share par value: | VND 10,000/share |
| Charter capital before the offering (\*)  (Including the number of shares issued to pay dividends in 2023 and ESOP in 2024) | VND 1,015,171,580,000 |
| Total number of outstanding shares before the offering (\*) (Including the number of shares issued to pay dividends in 2023 and ESOP in 2024) | 101,517,158 shares |
| Number of additional shares offered to the public to existing shareholders: | 50,758,579 shares (expected) |
| Offering rate (Rate of Number of additional offered shares/Total number of outstanding shares) | 50% |
| Rights exercise rate | 2:1 |
| Offering price: | VND 10,000/share |
| Capital use purpose: | Invest in 02 wind power plant projects in Huong Hoa District, Quang Tri Province via SCI Quang Tri Joint Stock Company, with a total expected capacity of 56 MW. |
| Number of shares after the offering: | 152,275,737 shares (expected) |
| Charter capital after the offering: | VND 1,522,757,370,000 |

(\*) Charter capital and number of outstanding shares before the offering are expected and may change according to the actual number issued due to the plan to handle fractional shares arising during the share issuance to pay dividends in 2023 according to Proposal No. 06/2024/TTr-SCI-HDQT dated April 29, 2024 and ESOP in 2024

Capital use plan

* + - 1. Expected proceeds from the offering

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No.  No. | Subject of the offering | Number of shares offered | Offering price (VND/share) | Expected proceeds (VND) |
| 1 | Offering to existing shareholders | 50,758,579 | 10,000 | 507,585,790,000 |
| Total | | 50,758,579 |  | 507,585,790,000 |

1. Capital use plan

Proceeds from the share offering are prioritized for use in the following order:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Capital use purpose | Amount (VND) | Capital use progress |
| 1 | Invest in 02 wind power plant projects in Huong Hoa District, Quang Tri Province via SCI Quang Tri Joint Stock Company, with a total expected capacity of 56 MW. | 507,585,790,000 | After ending the offering and according to the actual capital use progress |
| Total | | 507,585,790,000 |  |

The detailed plan for capital use (including details of the plan on investment and capital allocation and priority use of capital obtained from the offering) is authorized by the General Meeting of Shareholders for the Company Board of Directors to decide.

In case other investment opportunities appear that are more feasible, the General Meeting of Shareholders authorizes the Board of Directors to proactively adjust/change the purpose of using capital obtained from the offering and report to the General Meeting of Shareholders at the nearest General Meeting after changing the capital use purpose (if any).

1. Plan to handle cases where the offering does not obtain the expected proceeds

The minimum successful offering rate is 70% of the expected capital to implement the project. For the expected capital shortage, the Board of Directors will consider mobilizing bank loans or looking for other sources of additional funding to compensate in accordance with the Company's business activities.

Article 10: Approve the policy of issuing bonus shares according to ESOP according to the content of Proposal No. 09/2024/TTr-SCI-HDQT.

|  |  |  |
| --- | --- | --- |
| 1.1 | Number of shares expected to be issued with conditions | If the profit before tax in 2024 exceeds the plan set out according to the Audited Financial Statements 2024, key employees of the Company will be rewarded with a number of shares in the form of issuing bonus shares according to ESOP.  The number of shares expected to be issued will be presented to the General Meeting of Shareholders 2025 by the Board of Directors after the audited profit results in 2024 are available. |
| 1.2 | Implementation time | The detailed issue plan will be submitted to the Annual Meeting 2025 |
| 1.3 | Subject of the issuance | Members of the Board of Directors, members of the Board of Management and managers of the Company. The General Meeting of Shareholders authorizes the Board of Directors to approve the standards and list of employees |
| 1.4 | Capital source for implementation | Source of undistributed profit after tax on the Audited Separate Financial Statements 2024 of SCI Joint Stock Company. |
| 1.5 | Transfer restriction | Bonus shares issued under ESOP will be restricted from transfer for 1 year from the date of ending the issuance. |
| 1.6 | Regulations on issuance of bonus shares under ESOP | The General Meeting of Shareholders authorizes the Board of Directors to establish the ESOP Executive Board, develop regulations of offering bonus shares under ESOP and specific offering plan, clearly stipulate the standards and list of employees eligible to participate in ESOP, rights and obligations related (if any) to shares offered under ESOP, decide who can participate in the program, decide and handle issues related to ESOP, and adjust program changes (if any) in accordance with the provisions of law. |

Article 11: Approve the remuneration for the Board of Directors in 2023 and the estimated remuneration for the Board of Directors in 2024 according to the content of Proposal No. 10/2024/TTr-SCI-HDQT.

Article 12: Approve Mr. Nguyen Cong Hung, existing shareholder of SCI Joint Stock Company, receiving the transfer of voting shares without having to carry out procedures for public offering of the Company

Article 13: Approve a number of contents under the authority of the General Meeting of Shareholders

Article 14: This General Mandate is approved in full by the Annual General Meeting of Shareholders 2024 of SCI Joint Stock Company on April 29, 2024. The Board of Directors, the Board of Management and relevant functional departments in the Company are responsible for implementing this General Mandate.

Article 15: This General Mandate takes effect from April 29, 2024.